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10 *Attorneys for Defendant*
11 *Whole Foods Market, Inc.*

12
13 **UNITED STATES DISTRICT COURT**
14 **CENTRAL DISTRICT OF CALIFORNIA**
15

16 JONATHAN RETTA, KIRSTEN
17 SCHOFIELD, and JESSICA MANIRE,
18 on Behalf of All Others Similarly
19 Situated

20 Plaintiff(s),

21 v.

22 MILLENNIUM PRODUCTS, Inc. and
23 WHOLE FOODS MARKET, Inc.,

24 Defendants.
25
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27
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Case No. 2:15-CV-01801-PSG-AJW

**DECLARATION OF JENNIFER
BOGGS IN SUPPORT OF
DEFENDANT WHOLE FOODS
MARKET, INC.'S MOTION TO
DISMISS**

Judge: Hon. Philip S. Gutierrez

Date: September 12, 2016

Time: 1:30 pm

Courtroom: 880

DECLARATION OF JENNIFER BOGGS

I, Jennifer Boggs, declare as follows:

1. I am a Global Litigation Paralegal employed by Whole Foods Market Services, Inc. (“WFMS”)¹, and am responsible for e-Discovery, service of process on the various entities, and other litigation support for all Whole Foods Market entities, including Whole Foods Market, Inc. (“WFMI”). I have been employed by WFMS in this capacity since August 31, 2015.
2. In my capacity stated above, I have personal knowledge concerning WFMI, including its legal status, form of organization and operations. As such, I have personal knowledge of the facts set forth in this declaration, and if called upon to do so I could and would testify competently thereto.
3. WFMI is, and at all times relevant to this litigation was, a corporation organized and existing under the laws of the State of Texas.
4. WFMI’s principal place of business is in Austin, Texas.
5. WFMI is, and at all times relevant to this litigation was, a holding company that owns shares of other operating companies, which in turn own and operate the individual Whole Foods Market stores.
6. WFMI does not conduct any business nor maintain any offices in California nor any state other than Texas.
7. WFMI is not qualified to do business in California nor in any state other than Texas.
8. WFMI does not conduct or transact any business in California.
9. WFMI does not maintain employees, office space or telephones in California.
10. WFMI has no bank accounts or other tangible personal or real property

¹ Whole Foods Market Services, Inc. (“WFMS”) is a wholly owned subsidiary of Whole Foods Market, Inc. WFMS provides administrative support to the various Whole Foods Market operating entities, including legal support.

in California.

11. WFMI does not, and at all times relevant to this litigation did not, manufacture, purchase, advertise, market, sell or distribute any products in California.

12. WFMI does not advertise, market, sell or distribute any products in any state.

13. WFMI makes no representations or warranties concerning any products that might be sold at Whole Foods Market retail locations.

14. WFMI does not buy, transport or sell any products.

15. WFMI does not own or operate any stores in California or any other state.

16. The Whole Foods Market stores located in Northern California (Fresno and north) are operated by Whole Foods Market California, Inc. The principal place of business and headquarters for Whole Foods Market California, Inc. is in Emeryville, California.

17. The Whole Foods Market stores located in Southern California (south of Fresno but including Santa Barbara) are operated by Mrs. Gooch's Natural Foods Market, Inc. The principal place of business and headquarters for Mrs. Gooch's Natural Foods Market, Inc. is in Glendale, California.

18. WFMI does not receive money from customers who purchase goods at Whole Foods Market stores.

19. WFMI does not decide what products are sold at Whole Foods Market stores.

20. WFMI does not decide which suppliers, vendors, food brokers, or distributors are to be used by Whole Foods Market stores.

21. WFMI does not control or publish statements on the Whole Foods Market website.

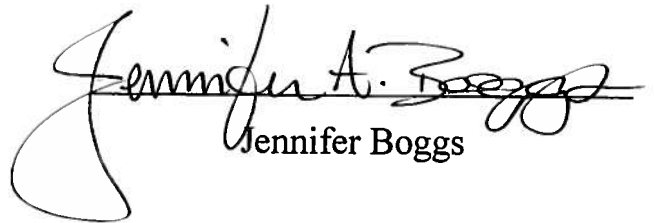
22. WFMI is not involved in any way in the labeling of any products sold

at Whole Foods Market Stores.

23. WFMI has not designated an agent for service of process in California.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 22nd day of March, 2016, at Travis County, TX.


Jennifer Boggs